

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

IN RE UIPATH, INC. STOCKHOLDER
DERIVATIVE LITIGATION

Consol. Case No.: 1:23-cv-01385-MN

JOINT STIPULATION AND [PROPOSED] ORDER STAYING ACTION

Plaintiff Michael Bernstein (“Plaintiff Bernstein”), Plaintiff Maren K. Bowling (“Plaintiff Bowling”), and Plaintiff Hugues Gervat (“Plaintiff Gervat”) (collectively “Plaintiffs”), nominal defendant UiPath, Inc. (“UiPath”), and defendants Daniel Dines, Ashim Gupta, Philippe Botteri, Carl Eschenbach, Michael Gordon, Kimberly L. Hammonds, Daniel D. Springer, Laela Sturdy, Jennifer Tejada, Richard P. Wong, and Thomas Mendoza (collectively, the “Individual Defendants” and with UiPath, “Defendants,” and with Plaintiffs, the “Parties”) jointly submit this stipulation and proposed Order (the “Stipulation”) to stay the above-captioned consolidated shareholder derivative action (the “Consolidated Derivative Action”) and in support thereof state as follows:

WHEREAS, Plaintiffs filed their shareholder derivative actions on December 5, 2023, December 6, 2023, and December 8, 2023, respectively, on behalf of UiPath against the Individual Defendants alleging, among other things, violations of federal law and breaches of fiduciary duty;

WHEREAS, on January 29, 2024, the Court entered the Joint Stipulation and Order Regarding Service, Consolidating Related Shareholder Derivative Actions, and Appointing Co-Lead Counsel (D.I. 4);

WHEREAS, a putative class action alleging violations of the federal securities laws against UiPath and individual defendants Mr. Dines and Mr. Gupta, based on similar facts and allegations as this Action, is pending in the United States District Court for the Southern District of New York, captioned *Gera v. UiPath, Inc., et al.*, Case No. 1:23-cv-07908-DLC (the “Federal Securities Action”);

WHEREAS, on December 1, 2023, the court in the Federal Securities Action entered a case management order in the Federal Securities Action (D.I. 50), pursuant to which: (1) lead plaintiff’s amended complaint must be filed no later than January 26, 2024; (2) defendants’ motion to dismiss the amended complaint (the “Motion to Dismiss”) must be filed on or before February 23, 2024; (3) lead plaintiff’s opposition to defendants’ Motion to Dismiss must be filed on or before March 15, 2024; and (4) defendants’ reply in further support of the Motion to Dismiss must be filed on or before March 29, 2024;

WHEREAS, the Parties agree that this Consolidated Derivative Action is related to, and involves overlapping parties and factual allegations as, the Federal Securities Action;

WHEREAS, the Parties agree that the outcome of the Motion to Dismiss the Federal Securities Action may help inform whether, and if so how, the Consolidated Derivative Action proceeds;

WHEREAS, the Defendants expressly reserve all rights and defenses, except as to service of process; and

WHEREAS, the Parties agree that the interests of efficiency, effective case management, and the conservation of judicial and litigant resources would be served by temporarily staying the Consolidated Derivative Action, on the terms set forth herein;

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED by the Parties, subject to the approval of the Court, as follows:

1. This Consolidated Derivative Action, including all deadlines, hearings, and judicial conferences shall be stayed until the date (“Termination Date”) that is the earlier of (a) resolution of the Motion to Dismiss in the Federal Securities Action, (b) an order of this Court lifting the stay ordered hereunder, or (c) 10 days after either Defendants or Plaintiffs provide notice to terminate via email to undersigned counsel for the other Party.

2. By entering into this Stipulation, Defendants confirm that they have informed Plaintiffs that no UiPath stockholders have made a litigation or

inspection demand related to the matters at issue in the Consolidated Derivative Action.

3. Defendants agree that, during the pendency of the stay:

a. Defendants will promptly notify Plaintiffs (a) should any other UiPath stockholder make a litigation or inspection demand related to the matters at issue in the Action after the date of the filing of this Stipulation, and/or (b) if Defendants become aware of any additional derivative lawsuits filed in any forum that allege the same or similar conduct as that alleged in the Consolidated Derivative Action.

b. In the event that any documents are produced to any other UiPath stockholder who has demanded the inspection of books and records of UiPath based on the same or a similar set of facts as those alleged in the Action or has filed a stockholder derivative action on behalf of the Company, Defendants agree to produce those documents to Plaintiffs in the Consolidated Derivative Action subject to the Parties' agreement to an appropriate confidentiality order that permits Plaintiffs to use such documents in this Consolidated Derivative Action.

c. If Defendants engage in mediation in the Federal Securities Action, Defendants agree to provide Plaintiffs with reasonable advance notice of any such mediation and to endeavor in good faith to include

Plaintiffs in that mediation, but in the event that Defendants are unable to include Plaintiffs in such mediation, then Defendants will mediate with Plaintiffs at or about the same time.

d. If Defendants engage in mediation with any other plaintiff threatening or purporting to assert substantially similar claims derivatively on behalf of UiPath, Defendants agree to provide Plaintiffs with reasonable advance notice of such mediation and to include Plaintiffs in such mediation.

4. Notwithstanding the stay of this Consolidated Derivative Action, Plaintiffs may file an amended complaint, though Defendants shall be under no obligation to respond to it during the pendency of the stay and any deadline to respond will be similarly stayed under the terms of this stipulation. In the event Plaintiffs file an amended complaint, the Parties shall meet and confer to set a schedule, in the event the stay of the Consolidated Derivative Action is lifted, to govern Defendants' response to any such amended complaint.

5. Within twenty (20) days of the Termination Date, the Parties shall meet and confer and submit a proposed schedule to the Court.

6. Nothing herein shall be construed as a waiver of any party's rights or positions in law or in equity, or as a waiver of any defenses that any party would otherwise have, and the parties reserve all such rights.

RIGRODSKY LAW, P.A.

OF COUNSEL:

GRABAR LAW OFFICE

Joshua H. Grabar, Esq.
One Liberty Place
1650 Market Street
Suite 3600
Philadelphia, PA 19103
Telephone: 267-507-6085
Facsimile: 215-507-6048
Email: jgrabar@grabarlaw.com

*Counsel for Plaintiff
Maren K. Bowling*

/s/Herbert W. Mondros

Seth D. Rigrodsky (#3147)
Gina M. Serra (#5387)
Herbert W. Mondros (#3308)
300 Delaware Avenue, Suite 210
Wilmington, Delaware 19801
Telephone: 302.295.5310
sdr@rl-legal.com
gms@rl-legal.com
hwm@rl-legal.com

*Counsel for Plaintiff Michael Bernstein
and Maren K. Bowling and Co-Lead
Counsel for Plaintiffs*

FARNAN LLP

OF COUNSEL:

THE ROSEN LAW FIRM, P.A.

Phillip Kim
Erica L. Stone
275 Madison Avenue, 40th Floor
New York, NY 10016
Telephone: (212) 686-1060
Email: pkim@rosenlegal.com
Email: estone@rosenlegal.com

*Counsel for Plaintiff Hugues Gervat
and Co-Lead Counsel for Plaintiffs*

/s/ Michael J. Farnan

Brian E. Farnan (Bar No. 4089)
Michael J. Farnan (Bar No. 5165)
919 North Market St., 12th Floor
Wilmington, DE 19801
Telephone: (302) 777-0300
Fax: (302) 777-0301
Email: bfarnan@farnanlaw.com
Email: mfarnan@farnanlaw.com

*Counsel for Plaintiff Hugues Gervat
and Liaison Counsel for Plaintiffs*

**MORRIS, NICHOLS, ARSHT &
TUNNELL LLP**

OF COUNSEL:

DAVIS POLK & WARDWELL LLP

Edmund Polubinski III
Patrick Blakemore
Marie Killmond
450 Lexington Avenue
New York, NY 10017
Telephone: (212) 450-4000
Facsimile: (212) 701-5666
edmund.polubinski@davispolk.com
patrick.blakemore@davispolk.com
marie.killmond@davispolk.com

/s/ S. Mark Hurd

S. Mark Hurd (#3297)
Alexandra M Cumings (#6146)
1201 North Market Street, 16th Floor
Wilmington, DE 19899
Tel: (302) 658-9200
Email: shurd@morrisnichols.com
Email: acumings@morrisnichols.com

Counsel for Defendants

February 6, 2024

SO ORDERED this _____ day of _____, 2024.

The Honorable Maryellen Noreika
United States District Judge